



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

RECORDATION NO.

17388-C, D

December 20, 1996

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series P-9)  
Recordation No. 17388

Dec 23 10 41 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Second Supplemental Equipment Trust Agreement dated as of December 19, 1996, between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and the original and ~~two~~ ~~three~~ certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

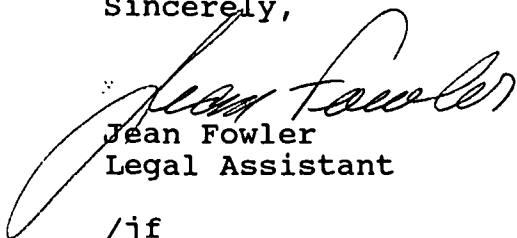
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$44 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff

encls

UTC4066

17388-D

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO  
as Trustee under Equipment Trust Agreement  
Dated as of June 1, 1991  
(Series P-9)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of June 1, 1991, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of December 19, 1996.

THE FIRST NATIONAL BANK OF CHICAGO

By: Janice A. Dorman

(CORPORATE SEAL)

Attest:

Barbara P. Swann  
ICS Assistant Vice President

UTC2044P

STATE OF ILLINOIS)

**SS**

COUNTY OF COOK

On this 19<sup>th</sup> day of December, 1996, before me, a Notary Public in and for said State and County, personally appeared

JANICE OTT ROTUNNO and Barbara G. Grosse,  
to me personally known, who being by me duly sworn did say  
that they are, respectively, Assistant Vice President and

Assistant Vice President of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

L. Chen

---



NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES:05/17/98

UTC2044P

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS - SCHEDULE B  
SERIES P009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
27	T107	27.000	PROX 41600-PROX41624 PROX 41626, PROX 41628

---

27 TOTAL